

RECORDATION NO. 27115-A FILED

FEB 23 '11 -10 15 AM

SURFACE TRANSPORTATION BOARD

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February 22, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Complete Termination and Release of Security Interests and Liens, dated as of February 22, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete termination and relates to the documents previously filed with the Board under Recordation Numbers 27114 and 27115.

The names and addresses of the parties to the enclosed document are:

Agent: Bank of America N.A. (as successor by merger to LaSalle
Bank National Association)
100 North Tryon Street
Charlotte NC 28255

[Borrowers: NRE Wheelworks, Inc.,
N.R.E. Acquisition Co., L.L.C.
NRE Alco Locomotives of Canada, Inc.
Alco Locomotive Company
NRE-Alco Locomotives of Canada Co.
14400 S. Roby Street
P.O. Box 2270
Dixmoor, IL 60429]

Chief
Section of Administration
February 22, 2011
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A description of the railroad equipment covered by the enclosed document is:

All equipment subject to the Credit Agreement and Collateral Assignment of Locomotive Lease Agreement filed under Recordation Numbers 27114 and 27115, respectively.

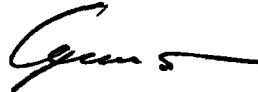
A short summary of the schedule to appear in the index follows:

Complete Termination and Release of Security Interests and Liens.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

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**COMPLETE TERMINATION AND RELEASE OF SECURITY INTERESTS AND
LIENS
SURFACE TRANSPORTATION BOARD**

WHEREAS, BANK OF AMERICA, N.A. (successor to LaSalle Bank National Association), as Agent for the Lenders party to the Credit Agreement (as defined below) ("Agent") and NATIONAL RAILWAY EQUIPMENT CO., an Illinois corporation ("NREC"), NREC POWER SYSTEMS, INC., a Louisiana Corporation, NRE WHEEL WORKS, INC., an Illinois corporation, N.R.E. ACQUISITION CO., L.L.C., a Kentucky limited liability company, NRE ALCO LOCOMOTIVES OF CANADA, INC., an Illinois corporation, ALCO LOCOMOTIVE COMPANY, an Illinois corporation, NRE-ALCO LOCOMOTIVES OF CANADA CO., a Nova Scotia unlimited liability company (jointly the "Borrowers") are parties to that certain Credit Agreement dated as of July 12, 2007 as amended by that certain First Amendment to Credit Agreement dated as of August 12, 2008 (as the same may be amended, modified, supplemented or restated from time to time, the "Credit Agreement") pursuant to which the Lenders have agreed to make loans to and issue letters of credit for the account of the Borrowers;

WHEREAS, the obligations of the Borrowers under the Credit Agreement have been secured pursuant to, among other things, that certain Locomotive Security Agreement dated as of July 12, 2007 executed by the Borrowers in favor of the Agent, for the benefit of the Lenders, recorded at the Surface Transportation Board ("STB") on August 14, 2007 under Recordation Number 27114 (the "Locomotive Security Agreement").

WHEREAS, the obligations of the Borrowers under the Credit Agreement have been secured pursuant to, among other things, that certain Collateral Assignment of Locomotive Lease Agreement dated as of July 12, 2007 executed by the Borrowers in favor of the Agent, for the benefit of the Lenders, recorded at the Surface Transportation Board ("STB") on August 14, 2007 under Recordation Number 27115 (the "Collateral Assignment").

NOW, THEREFORE, for value received, the Agent, on behalf of the Lenders, hereby remises and releases, without recourse or warranty of any kind, all right, title, claim or interest whatsoever the Agent or the Lenders have or may have under the aforesaid Locomotive Security Agreement and Collateral Assignment

This termination shall neither impair nor terminate the rights and obligations of the parties under the Locomotive Security Agreement or the Collateral Assignment which expressly survive termination of the Locomotive Security Agreement or Collateral Assignment.

IN WITNESS WHEREOF, Agent has executed or caused this complete termination to be executed as of this 22nd day of February, 2011.

BANK OF AMERICA, N.A. (as successor by merger to LaSalle Bank National Association),
as Administrative Agent,

By: *Tiffany Shin*

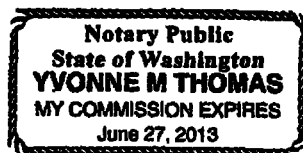
Name: Tiffany Shin

Title: Assistant Vice President

STATE OF WASHINGTON

COUNTY OF KING

On this 22nd day of February, 2011 before me personally appeared Tiffany Shin, to me personally known, who being by me duly sworn, says that she is the Assistant Vice President of Bank of America, N.A. and that the foregoing instrument was signed on behalf of said association, and he/she acknowledged that the execution of the foregoing instrument was his/her free act and deed



Yvonne M. Thomas
NOTARY PUBLIC
Yvonne M. Thomas

My commission expires: 6-27-2013

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 2/23/11



Robert W. Alvord